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and as Trustee for the Bondholders' Liquidating Trust

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re
AT HOME CORPORATION, et al.,

Debtors.

Bankruptcy Case No. 01-32495-TC
Chapter 11
(Jointly Administered)

**MOTION OF BONDHOLDERS'
LIQUIDATING TRUST FOR
APPROVAL OF COMPROMISE
WITH THE COX AND COMCAST
DEFENDANTS PURSUANT TO
BANKRUPTCY RULE 9019; AND
REQUEST FOR STATUS
CONFERENCE THEREON**

[Status Conference Requested]

Richard A. Williamson (the "Trustee"), on behalf of and as trustee for the Bondholders' Liquidating Trust (the "BHLT") of At Home Corporation ("At Home"), created under the *Debtors' Joint Plan of Liquidation*, as amended, modified or supplemented (the "Plan"),¹ confirmed by this Court in the above-captioned case on August 15, 2002, hereby submits this motion (the "Motion"), in accordance with the Plan and pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure

¹ Capitalized terms not defined herein shall have the meanings set forth in the Plan.

(the “Bankruptcy Rules”), for approval of a *Settlement Agreement* (the “Settlement Agreement”) entered into between Richard Williamson, as Trustee for the BHLT, on the one hand, and Cox Communications, Inc., Cox@Home, Inc., David M. Woodrow, Comcast Corporation, Comcast Online Communications, Inc., Comcast PC Investments, Inc., and Brian L. Roberts, on the other hand (collectively, the “Cox and Comcast Defendants”), in connection with the Controlling Shareholders Related Litigation (as such term is defined in the Plan). A true and correct copy of the Settlement Agreement is attached hereto as Exhibit A.

The Plan requires that this Court approve any settlement of the Controlling Shareholders Related Litigation, or any material portion thereof, in order for such settlement to be effective. The BHLT brings this Motion to obtain such approval from the Court in accordance with the Plan.

The principal terms of the Settlement Agreement are as follows: The Cox and Comcast Defendants will be required to pay \$80 million to the BHLT in exchange for full releases and a dismissal with prejudice of the pending litigation between the parties. The full settlement amount (\$80 million plus accrued interest) will be released from escrow, and a stipulation of dismissal will be filed in the Delaware Court of Chancery, on the day following a ruling by this Court approving the Settlement Agreement. If this Court does not approve the Settlement Agreement, the \$80 million (plus accrued interest) will be returned to the Cox and Comcast Defendants and the parties will be restored to their prior positions.

In support of this Motion, the BHLT submits the following (under seal):²

- Memorandum of Points and Authorities in support of this Motion setting forth why the Settlement satisfies the standards of Bankruptcy Rule 9019;
- Declaration of Joseph S. Allerhand, lead litigation counsel to the BHLT, which describes the background facts and the basis for the Settlement Agreement and attaches various documents from the underlying litigation;

² Contemporaneously herewith, the BHLT is filing an *ex parte* application seeking authority to submit certain materials relating to this Motion under seal to preserve the confidentiality of the BHLT’s litigation strategies and analyses.

- Declaration of Richard A. Williamson, the Trustee of the BHLT, which provides further support for the proposed settlement; and
- Declaration of Collins J. Seitz, Jr., the BHLT's co-counsel in Delaware, which also provides further support for the proposed settlement.

RELIEF REQUESTED

By this Motion, and for the reasons set forth in the accompanying papers, the BHLT seeks an order (a) approving the Settlement Agreement, (b) concluding that the Settlement Agreement is fair and reasonable and satisfies the requisites for approval of a compromise under Bankruptcy Rule 9019, and (c) authorizing the BHLT to take all necessary and appropriate actions to implement the terms of the Settlement Agreement.

REQUEST FOR STATUS CONFERENCE

The BHLT requests that this Court set a telephonic status conference at the Court's earliest convenience to address scheduling matters in connection with this Motion.

WHEREFORE, the BHLT respectfully requests that this Court enter an order approving the relief requested herein, and granting such other and further relief as this Court deems appropriate.

Dated: November 2, 2007

PACHULSKI STANG ZIEHL & JONES LLP

By /s/ Maxim B. Litvak
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behalf of and as trustee for the
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